

Document Number Only

M 73824

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900002728099--0
-12/31/98--01056--012
*****70.00 *****70.00

Deutsche Finanz AG Corporation (Fl.)

into:

Deutsch Finanz AG Corporation (New)

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Fict. Filing
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- UCC-1
- UCC-3
- CUS
- After 4:30
- Pick Up

98 DEC 31 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Name Availability	1/7/99
Document Examiner	ADR
Updater	ADR
Verifier	
Acknowledgment	
W.P. Verifier	

Please Return Extra Copy(s) Filed Stamp

DEC 31 1998

Thanks, Melanie ☺

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

DEUTSCHE FINANZ AG CORPORATION, a Florida corporation M73824
,

INTO

DEUTSCHE FINANZ A.G. CORPORATION, a Nevada corporation not qualified
in Florida.

File date: December 31, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: DEUTSCHE FINANZ A.G. CORPORATION
Ref. Number: M73824

We have received your document for DEUTSCHE FINANZ A.G. CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

To: Velma Shepard
Corporate Specialist

Letter Number: 999A00000056

From: Melanie

Please make sure

This is back-dated
to 12-31-98, with
effective date on 12-31-98

Thanks so much
Melanie

Pick-up
today 3:00
1-7-99

99 JAN -7 AM 11:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

ARTICLES OF MERGER

98 DEC 31 PM 3:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. Deutsche Finanz AG Corporation 444 Brickell Avenue Suite 51-246 Miami, Florida 33131	Florida	Corporation

Florida Registration Document: M73824 FEIN: 65-0042860

2. Deutsche Finanz AG Corporation 2533 N. Carson Street Carson City, Nevada 89706	Nevada	Corporation
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Florida Registration Document: n/a FEIN: Applied For

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Deutsche Finanz AG Corporation 2533 N. Carson Street Carson City, Nevada 89706	Nevada	Corporation
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Florida Registration Document: n/a FEIN: Applied For

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and/or 617.1103 Florida Statutes, and was approved by each domestic corporation that is a party to a merger in accordance with chapters 607 Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity, a Nevada corporation, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation that is a party to the merger.

SIXTH: The surviving entity agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under

sections 607.1302 Florida Statutes.

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions.

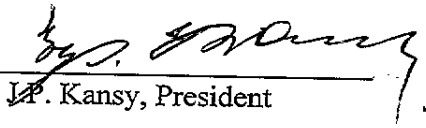
EIGHTH: The merger shall become effective as of December 31, 1998.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Deutsche Finanz AG Corporation,
A Florida corporation

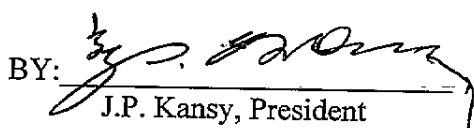
Deutsche Finanz AG Corporation,
A Nevada corporation

BY:



J.P. Kansy, President

BY:



J.P. Kansy, President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1107 and/or 617.1103, is being submitted in accordance with section 607.1108 Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

NAME	JURISDICTION
Deutsche Finanz AG Corporation	Florida
Deutsche Finanz AG Corporation	Nevada

SECOND: The exact name and jurisdiction of the surviving party is as follow:

NAME	JURISDICTION
Deutsche Finanz AG Corporation	Nevada

THIRD: The terms and conditions of the merger are as follows:

- 3.1 Terms and Conditions. On the effective date of the merger, the separate existence of Deutsche Finanz AG Corporation, a Florida corporation, (the "absorbed corporation") shall cease, and Deutsche Finanz AG Corporation, a Nevada corporation ("the surviving corporation") shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.
- 3.2 Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:
 - (a) *For each 100 shares valued at one Dollar (\$1) par value per common voting and non-voting and preferred stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into 1 share valued at one Dollars (\$1) par value common voting and non-voting stock of the surviving corporation, which shares of stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the stock of the absorbed*

corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

3.3 **Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall be the articles of incorporation filed with the Nevada Secretary of State.

(a) **Changes in Bylaws.** The bylaws of the surviving corporation shall continue to the its bylaws following the effective date of the merger.

(b) **Directors and Officers.** The directors and officers of the surviving corporation shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

3.4 **Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

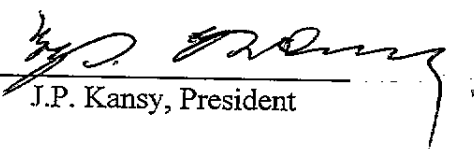
3.5 **Approval by Stockholders.** This plan of merger has been approved by the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Nevada at meetings held on December 30, 1998.

- 3.6 Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.
- 3.7 Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:
- (a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 31, 1998; or
- (b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida or the laws of the State of Nevada.
- 3.8 Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

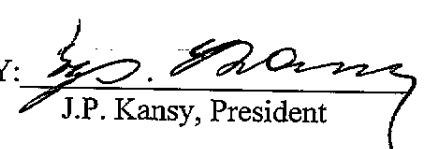
FOURTH:

All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: N/A.

Deutsche Finanz AG Corporation
A Florida corporation

BY: 
J.P. Kansy, President

Deutche Finanz AG Corporation
A Nevada corporation

BY: 
J.P. Kansy, President